

# **Agreements among members of limited companies on exercise of voting rights**

## **Abstract**

The present thesis deals with the agreements among members of limited companies on the exercise of voting rights and focuses on the question whether the current legislation provides sufficient scope for solving selected legal problems related to agreements on the exercise of voting rights. The thesis is divided into an introduction, three chapters and a conclusion.

In the first chapter, the thesis deals generally with the shareholders' agreements of limited companies and the entities that can conclude shareholders' agreements. In this part, the thesis deals mainly with the question whether a third party standing outside the company or the company itself, whose members conclude the shareholders' agreement, can also conclude a shareholders' agreement.

The second chapter focuses more specifically on agreements on the exercise of voting rights. First, the thesis deals with the exercise of voting rights and the issue of their independent transferability, and then it discusses the form and content of the agreement on the exercise of voting rights and the assessment of the agreement on the exercise of voting rights as a company contract. The last part of the thesis deals with the conditions of validity for certain types of agreements on the exercise of voting rights. In particular, the thesis asks whether agreements on the exercise of voting rights that were previously prohibited by the Commercial Code are still prohibited after the recodification, whether consideration can be negotiated in an agreement on the exercise of voting rights and whether a third-party performance contract can be negotiated as part of an agreement on the exercise of voting rights.

The third and final chapter deals with the private law consequences of a breach of an agreement on the exercise of voting rights. The thesis focuses on the questions whether it is possible to replace the expression of will of a shareholder who voted in violation of the agreement on the exercise of voting rights or whether it is possible to exclude such a shareholder from the company. In the last part, the thesis then deals with the question whether it is possible to declare a resolution of a general meeting void if it was voted in violation of the agreement on the exercise of voting rights and the question of abuse of voting rights.

**Key words: agreements on the exercise of voting rights, voting right, shareholders' agreements**